



AUSTRALIAN
OPHTHALMIC
NURSES'
ASSOCIATION
CONSTITUTION

This constitution was revised in February, 2022. It was developed using the Model Rules for the incorporation of associations, New South Wales Business and Consumer Affairs, and in accordance to the Association Incorporation Act 2009.

NAME

The name of the incorporated association is the "Australian Ophthalmic Nurses Association Incorporated". It may be referred to as AONA or AONA Inc.

PURPOSE

MISSION Statement

AONA mission is to provide a platform for educational opportunities, professional development and a support network for members.

OBJECTIVES OF THE ASSOCIATION

- Create a forum for the nurses, and others, with a common interest in Ophthalmic nursing
- Promote and maintain a high standard of ophthalmic nursing practice
- Promote Evidence based learning in Ophthalmic care
- Create a resource network accessible to all nurses nationally and internationally
- Encourage research regarding clinical practice, and knowledge gain and advancement
- Contribute to the development of the professional profile of ophthalmic nurses within Australia and internationally
- Promote the role of the ophthalmic nurse who is a valuable contributor to the ophthalmic health care team
- Provide peer support to ophthalmic nurses across the AONA jurisdictional region
- Provide continual professional development education
- Provide a forum for discussion and dissemination of information to nurses working in the area of ophthalmic nursing.
- Represent AONA members on nationally relevant items through partnership and participation with the Australian Ophthalmic Nurses Association National Council (AONANC) and other ophthalmic associations.
- Collaborate and partner with other eye care and nursing providers to promote and support blindness prevention strategies.

MEMBERSHIP

Full Membership: Is to be available to any Registered Nurse and Enrolled Nurse with a special interest in Ophthalmology.

Associate Membership: Is available to Orthoptists, Ophthalmic Technicians/ Assistants, Industry Representatives, Enrolled Nurses/Registered nurse outside of the ophthalmic specialty.

The committee retains the right to accept or refuse members.

PART 1 PRELIMINARY

1. INTERPRETATION

(1) In these rules, except, in so far as the content or subject matter otherwise indicates or requires –

“Ordinary member” means a member of the committee, who is not an office-bearer of the association, as referred to in rule 13(2):

“Secretary” means –

(b) Where no such person holds that office – the public officer of the association;

I. “Special general meeting” means a general meeting of the association other than annual general meetings.

II. “The Act” means the Associations Incorporation Act, 2009;

III. “The Regulation” means the Association Incorporation Regulations, 2016.

(2) In these rules:

- A reference to a function includes a reference to a power, authority and duty and
- A reference to the exercise of a function includes; where the function is a duty, a reference to the performance of the duty
- The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the association if, but only if –

- They have been approved for membership of the association by the committee of the association

1. APPLICATION FOR MEMBERSHIP

To apply to become a member of the Association, a person must -

- Agree to comply to the Rules of Incorporation; and
- Ensure membership payments are up-to-date.

The application —

- Must be lodged via the AONA membership system; and
- Be accompanied by the joining fee and appropriate details outlined on the membership application form
- Life members can be proposed to the Committee by any member at any time. The Committee may reject or delay new Life Members due to financial constraints.

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the association if the person –

- Dies
- Resigns that membership
- Is expelled from the association, or
- Fails or neglects to pay their annual subscription within two months of its due date

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

A right, privilege or obligation which a person has by reason of being a member of the association –

- Is not capable of being transferred or transmitted to another person; and
- Terminates upon cessation of the person's membership

6. RESIGNATION OF MEMBERSHIP

- A member of the association may resign membership by giving notice in writing to the secretary of the intention to resign from the association and, upon the expiration of the period of notice, the member ceases to be a member.
- Where a member of the association ceases to maintain their membership, the secretary/membership secretary shall kept a record of the member's details for a period of 1 year.
- If the register/record of members is kept in electronic form, it must be able to be converted into a hard copy if required.

7. REGISTER OF MEMBERS

The public officer of the association shall establish and maintain a register (whether in writing or electronic form) of members of the association specifying the name and address of each person who is a member of the association together with the date on which each person became a member

8. FEES, SUBSCRIPTIONS, ETC

An annual membership fee will be levied, the amount being open to review annually. This fee will be due on 1st March each year. Subscriptions of new members paid within two months of the end of the Association's financial year will cover the ensuing twelve months.

9. MEMBERS' LIABILITIES

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charge and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10. DISCIPLINING OF MEMBERS

The committee may, by resolution –

- Expel the member from the association; or
- Suspend the member from membership of the association for a specified period.

The member is given not less than 14 days' notice of the meeting in which such resolution (suspend/expel) shall be considered and such notice must include:

- The place, date and time of the meeting
- The nature of the allegation against the member and the grounds upon which it is based
- A statement that the member make oral representations to the meeting prior to the meeting submit written representations relating to the resolution, and
- A statement that the resolution may be considered in the member's absence

Where the committee passes a resolution, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member.

- Setting out the resolution of the committee and the grounds on which it is based
- Stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice
- Stating the date, place and time of that meeting, and

Informing the member that the member may do either or both of the following: Attend and speak at the meeting or written submission to the committee at or prior to the date of that meeting.

Within 7 days after the meeting the secretary shall (in writing) inform the member of the outcome of the committee's decision and of the members' right of appeal.

11. RIGHT OF APPEAL OF A DISCIPLINED MEMBER

- (1) A member may appeal to the association in a general meeting, against a resolution of the committee, under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - No business other than the question of the appeal is to be transacted,
 - The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

12. POWERS OF COMMITTEE

The committee shall be called the Committee of Management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) Shall control and manage the affairs of the association
- (b) May exercise all such functions as may be exercise by the association other than those functions that are required by these rules to be exercised by a general meeting of the members of the association, and
- (c) Has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13. COMPOSITION AND MEMBERSHIP OF COMMITTEE

The committee is to consist of:

- (a) The office-bearers of the association, and
- (b) At least 3 ordinary committee members,

Each of whom is to be elected at the annual general meeting of the association under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

The total number of committee members is a minimum of 3.

The office-bearers of the association are as follows:

- Chair (termed as President),
- Vice-president,
- Treasurer,
- Secretary.
- Committee members

A committee member may hold up to 2 offices

There is no maximum number of consecutive terms for which a committee member may hold office.

Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

Additional committee members, above the minimum 3 may be added to the Committee to meet the growth, administrative and project activities of the association (e.g. Vice-President, Media, and Education Managers)

14. ELECTION OF MEMBERS

Election to the Committee, and to specific positions such as the Chair is determined by general member vote at the AGM.

If sitting (outgoing) Committee members are absent, or are unable to preside, the Chairperson of the meeting must be

In the case of a general meeting—a member elected by the other members present; or
Periods of appoint are for 12 months from the point of one AGM to the next.

All positions are then vacated and all members may nominate/self-nominate for any position

Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee -

- shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

If insufficient further nominations are received any vacant positions remaining to be filled, the person nominated shall be deemed to be elected

If the number of nominations received is equal to the number of vacancies to be filled, the person nominated shall be deemed to be elected

If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held

The ballot for the election of office-bearers and ordinary member of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

A nomination of a candidate for election under the clause is not valid if that candidate has been nominated to another office at the same election

Those nominating the person, and being nominated for a post on the committee, must be a financial member continuous for one year prior to nominations

15 SECRETARY

It is the duty of the secretary to keep minutes of:-

- All appointments of office-bearers and members of the committee
- The names of members of the committee present at a committee meeting: and

Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the succeeding meeting.

16 TREASURER

It is the duty of the treasurer of the association to ensure that –

All money due to the association is collected and received and that all payments authorised by the association are made, and

Correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association

17 CASUAL VACANCIES

In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

18 REMOVAL OF MEMBER

The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

19 MEETINGS AND QUORUM

The committee shall meet at a minimum 4 times a year over the period of 12 months at such place and time as the committee may determine

Additional meetings of the committee may be convened by the President or by any member of the committee at a mutually appropriate time to the Committee

Oral or written notice/use of technology of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the member of the committee) before the time appointed for the holding of the meeting.

Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting

Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee

Any 10% of full voting members of the association constitutes a quorum for the transaction of business at the Annual General Meeting.

If at the adjourned meeting a quorum is not present the meeting shall not proceed, and shall be rescheduled.

20 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

The Committee may delegate to one or more sub-committee (sub-committees can consist of Committee Members, full members, associate members, or invited external parties) duties that require execution in order to meet the objectives and administrative requirements of the association.

The sub-committee shall to submit a written or verbal report to each meeting of the association committee concerning activities and recommendations of the sub-committee

21 VOTING AND DECISIONS

Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting

Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

22 ANNUAL GENERAL MEETINGS – HOLDING OF

With the exception of the first annual general meeting of the association, the association shall:

Hold an annual general meeting within 6 months after the close of the association's financial year.

23 ANNUAL GENERAL MEETING – CALLING OF AND BUSINESS AT

The annual general meeting of the association shall, subject to the Act and to clause 25, be convened on such date and at such place and time as the committee thinks fit

In addition to any other business which may be transacted at an annual general meeting and of any special general meeting held since that meeting

- To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
- To receive from the committee reports upon the activities of the association during the last preceding financial years

- To elect office-bearers of the association and ordinary members of the committee
- To receive and consider any financial statement or report required to be submitted to members under The Act.

The Election of office bearers is undertaken at the Annual General Meeting. Amendments to the constitution are possible at this meeting

The Annual General Meeting shall be held at the Annual Conference or an appropriate alternative event, time should the Annual Conference not be held within a suitable time frame for the Annual General Meeting.

The Annual General Meeting may be held in person, electronically or a combination of both

24 SPECIAL GENERAL MEETING – CALLING OF

The committee may, whenever it thinks fit, convene a special general meeting of the association

The committee shall, on the requisition in writing of not less than 5 percent of the total number of members, convene a special general meeting of the association

A requisition of members for a special general meeting

- a. Shall state the purpose or purposes of the meeting
- b. Shall be signed by the members making the requisitions
- c. Shall be lodged with the secretary, and
- d. May consist of several documents in a similar form, each signed by one or more of the members making the requisition

If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date

25 NOTICE

Except where the nature of the business proposed to be dealt with at a general meeting required a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent electronically, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting

A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26 QUORUM FOR GENERAL MEETING

No item of business shall be transacted at a general meeting unless a quorum of members under these rules to vote is present during the time the meeting is considering that item

Ten percent of members present (either in person, electronically or a combination of both) (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting

Half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is convened, it shall be dissolved and rescheduled for no less than one month's time

The general meeting will proceed at the re-schedule with or without a quorum

27 PRESIDING MEMBER

- The President or, in their absence their Proxy, shall preside as chairperson at each general meeting of the association
- If the president or their Proxy are absent or are unwilling to act, the members present shall elect one of their attending members to preside as chairperson at the meeting

28 ADJOURNMENT

The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting, or continue the meeting but no business shall be conducted other than the business left unfinished at the previous meeting

29 MAKING OF DECISIONS

- A question arising at a general meeting of the association is to be determined by only financial members voting
- Voting outcomes will be documented in the minutes of the meeting

30 VOTING

Upon any question arising at the Committee meetings, general meeting and/or special meetings of the association a member has one vote only

- (2) all votes shall be given personally or by proxy but no member may hold more than 1 vote, written notice of proxy is to be given according to section 32 (1)
- (3) in the case of an equality of votes on a question, the chairperson of the meeting is entitled cast a second vote to remove the deadlock

31 INSURANCE

- the Association shall effect and maintain public liability insurance pursuant to the Association Incorporation Act 2009 (NSW)
- in addition to the insurance required the association may effect and maintain other insurance

32 FUNDS – SOURCE

- the funds of the association shall be derived from entrance fees, annual subscriptions of members, education events (e.g. conference), sponsorship, donations, grants, partnerships and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines
- all money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account
- the association shall, as soon as practicable after receiving any money issue an appropriate receipt

33 FUNDS MANAGEMENT

Subject to any resolution passed by the association in general meeting the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

34 ALTERATION OF OBJECT AND RULES

Rules may be altered, rescinded or added to only by a special resolution of the association at the Annual General Meeting or an Extraordinary Meeting convened according to Section 25 (1)

35 COMMON SEAL

The common seal of the association shall be kept in the custody of the public officer

36 CUSTODY OF ACCOUNTS/RECORDS

For a period of 5 years except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, book and other documents relating to the association

37 INSPECTION OF RECORDS/ACCOUNTS

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

38 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

39 FINANCIAL YEAR

The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st March and ending on the following February .